

RICHREACH CORPORATION PUBLIC LTD

HE 359049

Minutes of the Annual General Meeting of the Shareholders of RICHREACH CORPORATION PUBLIC LTD ("the Company"), held at the business office of the Company located at 61A Larnakos Avenue, Office 402, 2101 Aglandjia, Cyprus, on 03/07/2019 at 12:25 pm.

PRESENT:	GEORGE ROUSOU	Shareholder / Director / COO / CFO
	ANTONIS KARITZIS attended over the phone	Shareholder / Director
	CHRISTAKIS IERIDES	Shareholder / Director CEO
	ANDREAS INIATIS	Shareholder
	GEORGE INIATIS	Shareholder
	DIMITRIS SAVVIDES	Shareholder
	3L TRANSCENDENT INVESTMENTS LTD represented by George Rousou	Shareholder
	COEUR DELION SOFTWARE ENGINEERING LTD represented by George Rousou	Shareholder
	3L BACCARAT INVESTMENTS (INT'L) LTD represented by George Rousou	Shareholder
	KARANTO SECRETARIAL LIMITED represented by Antonis Karitzis attended over the phone	Secretary

1. CHAIRMAN

Antonis Karitzis was appointed Chairman of the meeting whilst the Minutes thereof were kept by the Secretary of the Company, KARANTO SECRETARIAL LIMITED.

2. NOTICE AND QUORUM

The Chairman indicated that due notice of the meeting had been given and that a quorum was present, in accordance with the provisions of, among others, regulation 53 of the Company's Articles of Association, since nine (9) out of the nineteen (19)

members of the Company were present, who jointly own 98.90% of the issued share capital of the Company. Accordingly, the Chairman declared the meeting open.

3. BUSINESS OF THE MEETING

The Chairman reported that the business of the meeting was

- (a) to receive and consider the report of the directors, the auditors' report and the financial statements of the Company for the year ended 31st of December 2018,
- (b) to declare (a) dividend(s) if there are profits to distribute as dividend(s),
- (c) to consider the re-election, in the office of director, Mr. Christakis Ierides and Mr Antonis Karitzis who retire by rotation, pursuant to regulation 80 of the Company's Articles of Association,
- (e) to consider appointment of Mr. Epaminondas Metaxas and Mr. George Koufaris in the office of director,
- (f) to consider the re-appointment of Ernst & Young Cyprus Ltd as auditors and to authorise the Board of Directors to fix their remuneration at as subsequent time,
- (g) to consider any other matter comprising the Business of the Meeting.

In respect of the abovementioned matters comprising the Business of the Meeting, the Board of Directors provided to the members in attendance of the Meeting the following information:

1. The members in attendance of the Meeting were each furnished with a copy of the Company's Financial Reports, by reference to which the Board of Directors provided a summary of the Company's financial performance for the preceding calendar year, i.e. 2018.
2. The Board of Directors explained to the members in attendance that, from an economic and financial standpoint, the Company is currently operating at Net Loss after taxes, and no dividend(s) were proposed, declared nor distributed to the members of the Company.

4. RESOLUTIONS

Upon motion duly made, seconded and approved, the following decision has been approved as an ordinary resolution:

ORDINARY RESOLUTION

3. **THAT**, having regard to the provisions of Regulation 80 of the Company's Articles of Association, the members of the Company's Board of Directors, namely Mr. Christakis Ierides and Mr. Antonis Karitzis, step down from their respective offices,



and each of them having expressed his intention to exercise the right re-election, conferred upon the members of the outgoing Board of Directors by virtue of Regulation 80 of the Company's Articles of Association, and following the appropriate election process, the aforesaid Mr. Christakis Ierides and Mr. Antonis Karitzis, were duly re-elected and re-appointed as Directors of the Company.

4. **THAT**, having regard to the provisions of Regulation 84 of the Company's Articles of Association, to consider the appointment of Mr. Epaminondas Metaxas and Mr. George Koufaris in the office of director, and following the appropriate election process, the aforesaid Mr. Epaminondas Metaxas and Mr. George Koufaris, were duly elected and appointed as Directors of the Company.
5. **THAT**, the auditing firm ERNST & YOUNG CYPRUS LTD, whose appointment as the Company's auditors was deemed to have lapsed and/or expired as of the date the General Meeting was held pursuant to the provisions of s.153(1) of the Companies Law, Cap. 113 (hereinafter "the Law") be re-appointed, as the Company's auditors (hereinafter "the Auditors").
6. **THAT**, for the purposes of the determination of the Auditor's remuneration, by way of an annual fee, the aforesaid remuneration shall not, in any event, exceed the amount of €10.000 (ten thousand Euros), unless any proposed remuneration in excess of the amount of €10.000 (ten thousand Euros) is previously sanctioned by the Company at a General Meeting.
7. **THAT**, having regard to the provisions of Regulation 84 of the Company's Articles of Association, , to consider appointment of Mr. Stan Patey, who was proposed by the shareholders George Rousou, 3L TRANSCENDENT INVESTMENTS LTD, COEUR DELION SOFTWARE ENGINEERING LTD and 3L BACCARAT INVESTMENTS (INT'L) LTD in the office of director, was duly elected and appointed as Director of the Company.
8. **THAT**, regarding the PRE-EMPTION OFFER dated 10/08/2018 whose deadline to exercise the PRE-EMPTIVE RIGHTS was the 17/09/2018:
 - a) COEUR DELION SOFTWARE ENGINEERING LTD has partially exercised its PRE-EMPTIVE RIGHTS by applying to acquire 75,000 (seventy five thousand) ordinary shares at the offer price of €2.00 (two Euro) per ordinary share (i.e. for a total price of €150,000 [one hundred fifty thousand Euro]). COEUR DELION SOFTWARE ENGINEERING LTD relinquished all its remaining PRE-EMPTIVE RIGHTS.
 - b) No other shareholders fully or partially exercised its PRE-EMPTIVE RIGHTS, thus all other shareholders relinquished all their PRE-EMPTIVE RIGHTS.



5. OTHER BUSINESS

In the absence of any questions addressed by the members to the Board of Directors in respect of the matters comprising the Business of the Meeting, and there being no further business, the Chairman declared the meeting closed and these minutes were signed and certified as the correct minutes by the Chairman and the Secretary, as follows:


ANTONIS KARITZIS
(CHAIRMAN)

